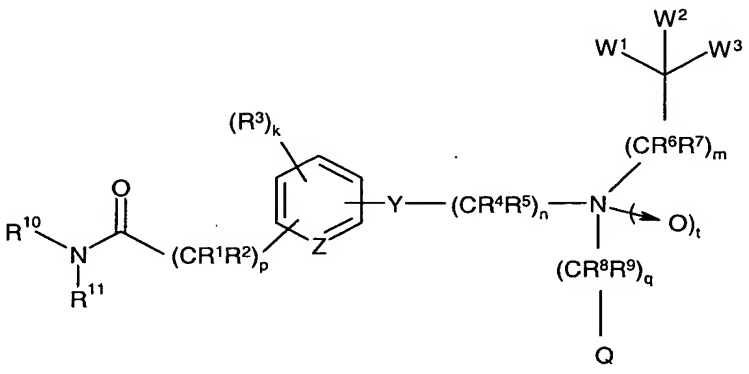
Amendments to the claims:

This listing of claims will replace all prior versions, and listing, of claims in the application:

Listing of Claims:

1. (Currently Amended): A compound of Formula I:



I

wherein:

Z is CH, CR^3 or N, wherein when Z is CH or CR^3, k is 0-4 and t is 0 or 1, and when Z is N, k is 0-3 and t is 0;

Y is selected from -O-, -S-, -$N(R^{12})$-, and -$C(R^4)(R^5)$-;

W^1 is selected from C_1-C_6 alkyl, C_0-C_6 alkyl C_3-C_8 cycloalkyl, aryl and Het, wherein said C_1-C_8 alkyl, C_3-C_8 cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-CO_2R^{12}, -C_0-C_6 alkyl-$C(O)SR^{12}$, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{13}R^{14}$, -C_0-C_6 alkyl-SO_2R^{12}, -C_0-C_6 alkyl-SOR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-$OC(O)NR^{13}R^{14}$, -C_0-C_6 alkyl-$OC(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)NR^{13}R^{14}$, and -C_0-C_6 alkyl-$NR^{13}COR^{15}$, where said C_1-C_6 alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

W^2 is selected from H, halo, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-CO_2R^{12}, -C_0-C_6 alkyl-$C(O)SR^{12}$, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-$OCONR^{13}R^{14}$, -C_0-C_6 alkyl-$NR^{13}CONR^{13}R^{14}$, -C_0-C_6 alkyl-$NR^{13}COR^{15}$, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-Ar and

-C_0-C_6 alkyl-C_3-C_7 cycloalkyl, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C_3-C_7 cycloalkyl, Ar and Het moieties of said -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-Ar and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-CO_2R^{12}, -C_0-C_6 alkyl-$C(O)SR^{12}$, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{13}R^{14}$, -C_0-C_6 alkyl-SO_2R^{12}, -C_0-C_6 alkyl-SOR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-$OC(O)NR^{13}R^{14}$, -C_0-C_6 alkyl-$OC(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)NR^{13}R^{14}$, and -C_0-C_6 alkyl-$NR^{13}COR^{15}$, where said C_1-C_6 alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

W^3 is selected from the group consisting of: H, halo, C_1-C_6 alkyl, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-CO_2R^{12}, -C_0-C_6 alkyl-$C(O)SR^{12}$, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-$OCONR^{13}R^{14}$, -C_0-C_6 alkyl-$NR^{13}CONR^{13}R^{14}$, -C_0-C_6 alkyl-$NR^{13}COR^{15}$, -C_0-C_6 alkyl-Het, -C_1-C_6 alkyl-Ar and -C_1-C_6 alkyl-C_3-C_7 cycloalkyl, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is selected from C_3-C_8 cycloalkyl, Ar and Het; wherein said C_3-C_8 cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-CO_2R^{12}, -C_0-C_6 alkyl-$C(O)SR^{12}$, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{13}R^{14}$, -C_0-C_6 alkyl-SO_2R^{12}, -C_0-C_6 alkyl-SOR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-$OC(O)NR^{13}R^{14}$, -C_0-C_6 alkyl-$OC(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)NR^{13}R^{14}$, and -C_0-C_6 alkyl-$NR^{13}COR^{15}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

p is 0-8;

n is 2-8;

m is 0 or 1;

q is 0 or 1;

t is 0 or 1;

each R^1 and R^2 are independently selected from H, halo, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-SR^{12}, -C_1-C_6 alkyl-Het, -C_1-C_6 alkyl-Ar and -C_1-C_6 alkyl-C_3-C_7 cycloalkyl, or R^1 and R^2 together with the carbon to which they are attached form a 3-5 membered carbocyclic or heterocyclic ring, wherein said heterocyclic ring contains one, or more heteroatoms selected from N, O, and S, where any of said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^3 is the same or different and is independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-CO_2R^{12}, -C_0-C_6 alkyl-$C(O)SR^{12}$, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{13}R^{14}$, -C_0-C_6 alkyl-SO_2R^{12}, -C_0-C_6 alkyl-SOR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-$OC(O)NR^{13}R^{14}$, -C_0-C_6 alkyl-$OC(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)NR^{13}R^{14}$, and -C_0-C_6 alkyl-$NR^{13}COR^{15}$, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently selected from H, halo, C_1-C_6 alkyl, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-Ar and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl;

R^6 and R^7 are each independently selected from H, halo, C_1-C_6 alkyl, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-Ar and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl;

R^8 and R^9 are each independently selected from H, halo, C_1-C_6 alkyl, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-Ar and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl;

R^{10} and R^{11} are each independently selected from H, C_1-C_{12} alkyl, C_3-C_{12} alkenyl, C_3-C_{12} alkynyl, -C_0-C_8 alkyl-Ar, -C_0-C_8 alkyl-Het, -C_0-C_8 alkyl-C_3-C_7 cycloalkyl, -C_0-C_8 alkyl-O-Ar, -C_0-C_8 alkyl-O-Het, -C_0-C_8 alkyl-O-C_3-C_7 cycloalkyl, -C_0-C_8 alkyl-$S(O)_x$-C_0-C_6 alkyl, -C_0-C_8 alkyl-$S(O)_x$-Ar, -C_0-C_8 alkyl-$S(O)_x$-Het, -C_0-C_8 alkyl-$S(O)_x$-C_3-C_7 cycloalkyl, -C_0-C_8 alkyl-NH-Ar, -C_0-C_8 alkyl-NH-Het, -C_0-C_8 alkyl-NH-C_3-C_7 cycloalkyl, -C_0-C_8 alkyl-N(C_1-C_4 alkyl)-Ar, -C_0-C_8 alkyl-N(C_1-C_4 alkyl)-Het, -C_0-C_8 alkyl-N(C_1-C_4 alkyl)-C_3-C_7 cycloalkyl, -C_0-C_8 alkyl-Ar, -C_0-C_8 alkyl-Het and -C_0-C_8 alkyl-C_3-C_7 cycloalkyl, where x is 0, 1 or 2, or R^{10} and R^{11}, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C_1-C_{12} alkyl, C_3-C_{12} alkenyl, or C_3-C_{12} alkynyl is optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH_2, -NH(unsubstituted

C_1-C_6 alkyl), -N(unsubstituted C_1-C_6 alkyl)(unsubstituted C_1-C_6 alkyl), unsubstituted -OC_1-C_6 alkyl, -CO_2H, -CO_2(unsubstituted C_1-C_6 alkyl), -$CONH_2$, -CONH(unsubstituted C_1-C_6 alkyl), -CON(unsubstituted C_1-C_6 alkyl)(unsubstituted C_1-C_6 alkyl), -SO_3H, -SO_2NH_2, -SO_2NH(unsubstituted C_1-C_6 alkyl) and -SO_2N(unsubstituted C_1-C_6 alkyl)(unsubstituted C_1-C_6 alkyl);

R^{12} is selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl;

each R^{13} and each R^{14} are independently selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl, or R^{13} and R^{14} together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R^{15} is selected from C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl;

provided that R^{10} and R^{11} are not both H when Z is CH or N, Y is -O- [[~~-O(CR^4R^5)-~~]], n is 3, m is 1 and each R^4, R^5, R^6, R^7 are H, W^3 is H, p is 0 or p is 1 or 2 and R^1 and R^2 are each H, k is 0 or k is 1 and R^3 is halo or C_1-C_4 alkoxy, q is 0 or q is 1 or 2 and R^8 and R^9 are each H, Q is unsubstituted C_3-C_7 cycloalkyl, phenyl or Het, or phenyl substituted by one or more substituents selected from halo, -CH_3, -CH_2CH_3, -CF_3, -OC_1-C_4 alkyl, -OCH_2CH_2OH, -OCF_3, -OCF_2H, -SCH_3, -SCF_3, -SO_2CH_3, -CO_2H, -CO_2CH_3, -OH, -OCH_2CO_2H, -CH_2CONH_2, -NO_2, -CN, -$N(CH_3)_2$, and -$NHC(O)CH_3$, or Het substituted by one or more substituents selected from: -C_1-C_3 alkyl, -OC_1-C_4 alkyl, -CH_2OH, -CO_2H, -$CO_2CH_2CH_3$, -CO_2-*tert*-C_4H_9 alkyl, -CO_2CH_2-phenyl, -$CONH_2$, -C(O)phenyl, -$C(O)CH_3$, -CH_2CH_2-phenyl, and oxo, t is 0, and W^1 and W^2 are each independently selected from unsubstituted cyclohexyl and unsubstituted phenyl; or

provided that the compound is not:

3-[3-[[2-[3,4-bis(phenylmethoxy)phenyl]-2-hydroxyethyl](phenylmethyl)amino]propyl]-benzamide,

(S)-2-hydroxy-5-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzamide,

5-[2-[[2-[3,5-bis(phenylmethoxy)phenyl]-2-hydroxyethyl](phenylmethyl)amino]ethoxy]-2-hydroxy-benzamide,

2-hydroxy-4-[3-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]propoxy]-benzamide,

2-hydroxy-4-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzamide,

(R)-2-hydroxy-5-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzamide,

2-hydroxy-5-[3-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]propyl]-benzamide,

2-hydroxy-5-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzamide,

5-[2-[[2-(4-fluorophenyl)-2-hydroxyethyl](phenylmethyl)amino]ethoxy]-2-hydroxy-benzamide,

5-[2-[[2-[3-(aminosulfonyl)-4-methoxyphenyl]-2-hydroxyethyl](phenylmethyl)amino]ethoxy]-2-hydroxy-benzamide,

(R)-4-[2-[[2-hydroxy-2-[3-(trifluoromethyl)phenyl]ethyl](phenylmethyl)amino]ethoxy]-benzeneacetamide,

(R)-4-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzeneacetamide,

4-[2-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]ethoxy]-benzeneacetamide,

5-[2-[[2-(4-fluorophenyl)-2-hydroxyethyl](phenylmethyl)amino]ethoxy]-2-hydroxy-benzamine, or

4-[2-[[2-[3,4-bis(phenylmethoxy)phenyl]-2-hydroxyethyl](phenylmethyl)amino]ethoxy]-benzamide,

or a pharmaceutically acceptable salt or solvate thereof.

2. (Original): The compound according to claim 1, wherein p is 0, 1 or 2.

3. (Previously presented): The compound according to claim 1, wherein t is 0.

4. (Previously presented): The compound according to claim 1, wherein R^1, R^2, R^8 and R^9 are each H.

5. (Previously presented): The compound according to claim 1, wherein Z is CH.

6. (Previously presented): The compound according to claim 1, wherein k is 0 or 1.

7. (Previously presented): The compound according to claim 1, wherein R^3 is selected from halo, C_1-C_4 alkyl and C_1-C_4 alkoxy.

8. (Previously presented): The compound according to claim 1, wherein n is 2-4.

9. (Previously presented): The compound according to claim 1, wherein n is 3.

10. (Previously presented): The compound according to claim 1, wherein q is 1.

11. (Previously presented): The compound according to claim 1, wherein R^4 and R^5 are independently selected from H and C_1-C_4 alkyl.

12. (Previously presented): The compound according to claim 1, wherein R^{10} and R^{11} are independently selected from H and C_1-C_4 alkyl, or R^{10} and R^{11}, together with the nitrogen to which they are attached, form a substituted or unsubstituted 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N and O, wherein the substituted ring is substituted with C_1-C_4 alkyl.

13. (Previously presented): The compound according to claim 1, wherein R^{10} and R^{11} are each independently selected from H, methyl and ethyl, or R^{10} and R^{11}, together with the nitrogen to which they are attached, form a azetidinly, pyrrolidinly, piperidnyl, azepanyl, N-methyl-piperazinyl, or morpholinyl group.

14. (Previously presented): The compound according to claim 1, wherein Q is aryl.

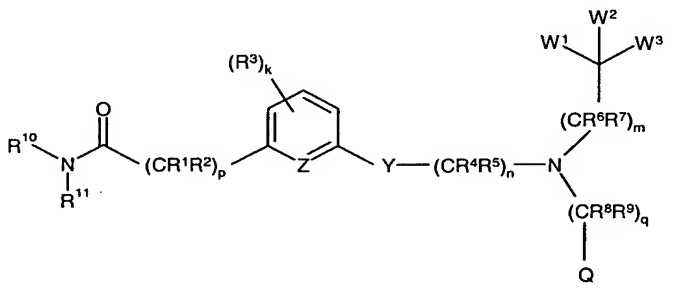
15. (Previously presented): The compound according to claim 1, wherein Q is phenyl optionally substituted with two substituents selected from halo and C_1-C_4 haloalkyl.

16. (Previously presented): The compound according to claim 1, wherein m is 0 or m is 1 and R^6 and R^7 are both H.

17. (Previously presented): The compound according to claim 1, wherein W^3 is H.

18. (Previously presented): The compound according to claim 1 wherein W^1 and W^2 are each unsubstituted phenyl or W^1 is unsubstituted phenyl and W^2 is methyl.

19. (Currently Amended): A compound having Formula II:



II

wherein:

Z is CH or N, wherein k is 0, 1 or 2;

Y is -O- or $-C(R^4)(R^5)-$;

W^1 is selected from C_1-C_6 alkyl, C_3-C_8 cycloalkyl, aryl or Het, wherein said C_1-C_6 alkyl, C_3-C_8 cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_4 alkyl-CO_2R^{12}, -C_0-C_4 alkyl-$C(O)SR^{12}$, -C_0-C_4 alkyl-$CONR^{13}R^{14}$, -C_0-C_4 alkyl-COR^{15}, -C_0-C_4 alkyl-$NR^{13}R^{14}$, -C_0-C_4 alkyl-SR^{12}, -C_0-C_4 alkyl-OR^{12}, -C_0-C_4 alkyl-SO_3H, -C_0-C_4 alkyl-$SO_2NR^{13}R^{14}$, -C_0-C_4 alkyl-SO_2R^{12}, -C_0-C_4 alkyl-SOR^{15}, -C_0-C_4 alkyl-$OCOR^{15}$, -C_0-C_4 alkyl-$OC(O)NR^{13}R^{14}$, -C_0-C_4 alkyl-$OC(O)OR^{15}$, -C_0-C_4 alkyl-$NR^{13}C(O)OR^{15}$, -C_0-C_4 alkyl-$NR^{13}C(O)NR^{13}R^{14}$, and -C_0-C_4 alkyl-$NR^{13}COR^{15}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W^2 is selected from H, halo, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, -C_0-C_4 alkyl-$NR^{13}R^{14}$, -C_0-C_4 alkyl-SR^{12}, -C_0-C_4 alkyl-OR^{12}, -C_0-C_4 alkyl-CO_2R^{12}, -C_0-C_4 alkyl-$C(O)SR^{12}$, -C_0-C_4 alkyl-$CONR^{13}R^{14}$, -C_0-C_4 alkyl-COR^{15}, -C_0-C_4 alkyl-$OCOR^{15}$, -C_0-C_4 alkyl-$OCONR^{13}R^{14}$, -C_0-C_4 alkyl-$NR^{13}CONR^{13}R^{14}$, -C_0-C_4 alkyl-$NR^{13}COR^{15}$, -C_0-C_4 alkyl-Het, -C_0-C_4 alkyl-Ar and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C_3-C_7 cycloalkyl, Ar and Het moieties of said -C_0-C_4 alkyl-Het, -C_0-C_4 alkyl-Ar and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl are

optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_4 alkyl-CO_2R^{12}, -C_0-C_4 alkyl-$C(O)SR^{12}$, -C_0-C_4 alkyl-$CONR^{13}R^{14}$, -C_0-C_4 alkyl-COR^{15}, -C_0-C_4 alkyl-$NR^{13}R^{14}$, -C_0-C_4 alkyl-SR^{12}, -C_0-C_4 alkyl-OR^{12}, -C_0-C_4 alkyl-SO_3H, -C_0-C_4 alkyl-$SO_2NR^{13}R^{14}$, -C_0-C_4 alkyl-SO_2R^{12}, -C_0-C_4 alkyl-SOR^{15}, -C_0-C_4 alkyl-$OCOR^{15}$, -C_0-C_4 alkyl-$OC(O)NR^{13}R^{14}$, -C_0-C_4 alkyl-$OC(O)OR^{15}$, -C_0-C_4 alkyl-$NR^{13}C(O)OR^{15}$, -C_0-C_4 alkyl-$NR^{13}C(O)NR^{13}R^{14}$, and -C_0-C_4 alkyl-$NR^{13}COR^{15}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W^3 is selected from the group consisting of: H, halo, C_1-C_6 alkyl, -C_0-C_4 alkyl-$NR^{13}R^{14}$, -C_0-C_4 alkyl-SR^{12}, -C_0-C_4 alkyl-OR^{12}, -C_0-C_4 alkyl-CO_2R^{12}, -C_0-C_4 alkyl-$C(O)SR^{12}$, -C_0-C_4 alkyl-$CONR^{13}R^{14}$, -C_0-C_4 alkyl-COR^{15}, -C_0-C_4 alkyl-$OCOR^{15}$, -C_0-C_4 alkyl-$OCONR^{13}R^{14}$, -C_0-C_4 alkyl-$NR^{13}CONR^{13}R^{14}$, -C_0-C_4 alkyl-$NR^{13}COR^{15}$, -C_0-C_4 alkyl-Het, -C_1-C_4 alkyl-Ar and -C_1-C_4 alkyl-C_3-C_7 cycloalkyl, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is phenyl or Het; wherein said phenyl or Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_4 alkyl-CO_2R^{12}, -C_0-C_4 alkyl-$C(O)SR^{12}$, -C_0-C_4 alkyl-$CONR^{13}R^{14}$, -C_0-C_4 alkyl-COR^{15}, -C_0-C_4 alkyl-$NR^{13}R^{14}$, -C_0-C_4 alkyl-SR^{12}, -C_0-C_4 alkyl-OR^{12}, -C_0-C_4 alkyl-SO_3H, -C_0-C_4 alkyl-$SO_2NR^{13}R^{14}$, -C_0-C_4 alkyl-SO_2R^{12}, -C_0-C_4 alkyl-SOR^{15}, -C_0-C_4 alkyl-$OCOR^{15}$, -C_0-C_4 alkyl-$OC(O)NR^{13}R^{14}$, -C_0-C_4 alkyl-$OC(O)OR^{15}$, -C_0-C_4 alkyl-$NR^{13}C(O)OR^{15}$, -C_0-C_4 alkyl-$NR^{13}C(O)NR^{13}R^{14}$, and -C_0-C_4 alkyl-$NR^{13}COR^{15}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

n is 3;

m is 0 or 1;

q is 0 or 1;

t is 0;

each R^1 and R^2 are independently selected from H, fluoro, C_1-C_6 alkyl, -C_0-C_4 alkyl-OR^{12}, -C_0-C_4 alkyl-SR^{12}, -C_1-C_4 alkyl-Het, -C_1-C_4 alkyl-Ar and -C_1-C_4 alkyl-C_3-C_7 cycloalkyl, where any of said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^3 is the same or different and is independently selected from halo, cyano, C_1-C_6 alkyl, -C_0-C_4 alkyl-$NR^{13}R^{14}$, -C_0-C_4 alkyl-OR^{12}, -C_0-C_4 alkyl-$SO_2NR^{13}R^{14}$, and -C_0-C_4 alkyl-CO_2H, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently selected from H, fluoro and C_1-C_6 alkyl;

R^6 and R^7 are each independently selected from H, fluoro and C_1-C_6 alkyl;

R^8 and R^9 are each independently selected from H, fluoro and C_1-C_6 alkyl;

R^{10} and R^{11} are each independently selected from H, C_1-C_{10} alkyl, C_3-C_8 alkenyl, C_3-C_8 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-O-Ar, -C_0-C_6 alkyl-O-Het, -C_0-C_6 alkyl-O-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-$S(O)_x$-C_1-C_6 alkyl, -C_0-C_6 alkyl-$S(O)_x$-Ar, -C_0-C_6 alkyl-$S(O)_x$-Het, -C_0-C_6 alkyl-$S(O)_x$-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-NH-Ar, -C_0-C_6 alkyl-NH-Het, -C_0-C_6 alkyl-NH-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-N(C_1-C_4 alkyl)-Ar, -C_0-C_6 alkyl-N(C_1-C_4 alkyl)-Het, -C_0-C_6 alkyl-N(C_1-C_4 alkyl)-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl, where x is 0, 1 or 2, or R^{11} and R^{12}, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C_1-C_{10} alkyl, C_3-C_{10} alkenyl, C_3-C_{10} alkynyl are optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH_2, -NH(unsubstituted C_1-C_4 alkyl), -N(unsubstituted C_1-C_4 alkyl)(unsubstituted C_1-C_4 alkyl), unsubstituted -OC_1-C_4 alkyl, -CO_2H, -CO_2(unsubstituted C_1-C_4 alkyl), -$CONH_2$, -CONH(unsubstituted C_1-C_4 alkyl), -CON(unsubstituted C_1-C_4 alkyl)(unsubstituted C_1-C_4 alkyl), -SO_3H, -SO_2NH_2, -SO_2NH(unsubstituted C_1-C_4 alkyl) and -SO_2N(unsubstituted C_1-C_4 alkyl)(unsubstituted C_1-C_4 alkyl);

R^{12} is selected from H, C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl;

each R^{13} and R^{14} are each independently selected from H, C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl, or R^{13} and R^{14} together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R^{15} is selected from C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl;

provided that R^{10} and R^{11} are not both H when Z is CH or N, Y is -O- [[~~-O(CR^4R^5)-~~]], n is 3, m is 1 and each R^4, R^5, R^6, R^7 are H, W^3 is H, p is 0 or p is 1 or 2 and R^1 and R^2 are each H, k is 0 or k is 1 and R^3 is halo or C_1-C_4 alkoxy, q is 0 or q is 1 or 2 and R^8 and R^9 are each H, Q is unsubstituted phenyl or Het, or phenyl substituted by one or more substituents selected from halo, $-CH_3$, $-CH_2CH_3$, $-CF_3$, $-OC_1$-C_4 alkyl, $-OCH_2CH_2OH$, $-OCF_3$, $-OCF_2H$, $-SCH_3$, $-SCF_3$, $-SO_2CH_3$, $-CO_2H$, $-CO_2CH_3$, -OH, $-OCH_2CO_2H$, $-CH_2CONH_2$, $-NO_2$, -CN, $-N(CH_3)_2$, and $-NHC(O)CH_3$, or Het substituted by one or more substituents selected from: $-C_1$-C_3 alkyl, $-OC_1$-C_4 alkyl, $-CH_2OH$, $-CO_2H$, $-CO_2CH_2CH_3$, $-CO_2$-*tert*-C_4H_9 alkyl, $-CO_2CH_2$-phenyl, $-CONH_2$, -C(O)phenyl, $-C(O)CH_3$, $-CH_2CH_2$-phenyl, and oxo, t is 0, and W^1 and W^2 are each independently selected from unsubstituted cyclohexyl and unsubstituted phenyl; or

provided that the compound is not 2-hydroxy-4-[3-[(2-hydroxy-2-phenylethyl)(phenylmethyl)amino]propoxy]-benzamide,

or a pharmaceutically acceptable salt or solvate thereof.

20. (Previously presented): The compound according to claim 1, wherein R^1, R^2, R^3, R^6, R^7, R^8, R^9 and W^3 are each H; R^4 and R^5 are each independently selected from H and C_1-C_4 alkyl, R^{10} and R^{11} are each independently selected from H, C_1-C_{10} alkyl, $-C_1$-C_4 alkyl-O-Ar, $-S(O)_2C_1$-C_4 alkyl, $-S(O)_2$-Ar, $-C_0$-C_4 alkyl-Het, where the Het group is selected from imidazolyl, thienyl (thiophenyl), morpholinyl, thiomorpholinyl, furyl, tetrahydrofuranyl, pyridyl, isoxazolyl, oxadiazolyl, triazolyl and thiazolyl; or R^{10} and R^{11}, together with the nitrogen to which they are attached, form a substituted or unsubstituted 4-7 membered heterocyclic ring which optionally contains one additional heteroatom selected from N and O, wherein the substituted ring is substituted with C_1-C_4 alkyl, wherein when said C_0-C_4 alkyl is C_1-C_4 alkyl, said C_1-C_4 alkyl is unsubstituted or substituted by $-CO_2H$ or $-CO_2$(unsubstituted C_1-C_6 alkyl); Z is CH; Y is -O- or $-C(R^4)(R^5)$-; Q is a substituted phenyl group, containing two substituents selected from halo and C_1-C_4 haloalkyl; p is 0, 1 or 2; n is 3; m is 0 or 1; q is 1; k is 0; t is 0; and W^1 and W^2 are aryl or W^1 is aryl and W^2 is aryl or C_1-C_4 alkyl; or a pharmaceutically acceptable salt or solvate thereof.

21. (Currently Amended): The compound according to claim 1, wherein R^1, R^2, R^3, R^6, R^7, R^8, R^9 and W^3 are each H; ; R^4 and R^5 are each independently selected from H and methyl; R^{10} and R^{11} are each independently selected from H, methyl, ethyl, imidazol-2-yl-

methyl-, 5-bromo-thiophen-2-yl-methyl- [[~~(or 5-bromo-thien-2-yl-methyl-)~~]], thiophen-2-yl-methyl- [[~~(or thien-2-yl-methyl-)~~]], 2-methoxy-ethyl-, 2-dimethylamino-ethyl-, 2-morpholin-4-yl-ethyl-, 2-methoxy-1-methyl-ethyl-, 2-methoxy-ethyl-, furan-2-yl-methyl-, 3-methyl-isoxazol-5-yl-methyl-, 2-thiomorpholin-4-yl-ethyl-, 2-pyrrolidin-1-yl-ethyl-, pyridin-3-yl-methyl-, 2-pyridin-2-yl-ethyl-, 3-phenoxy-ethyl-, 3-isopropoxy-propyl-, 3-methoxy-propyl-, 5-methyl-[1,3,4] oxadiazol-2-yl-methyl-, 4-methyl-thiazol-2-yl-methyl-, 1-thiophen-2-yl-ethyl-, thiophen-3-yl-methyl- 5-methyl-4H-[1,2,4]triazol-3-yl-methyl-, pyridin-2-yl-methyl-, tetrahydrofuran-2-yl-methyl-, 1-ethyl-pyrrolidin-2-yl-methyl-, octyl, decyl, 2-(2-hydroxy-ethoxy)-ethyl-, 1-carboxy-thiophen-2-yl-methyl- [[~~(or 1-carboxy-thien-2-yl-methyl-)~~]], phenyl, methyl-sulfonyl- [[~~(mesyl)~~]], phenyl-sulfonyl- [[~~(benzene-sulfonyl)~~]], or R^{10} and R^{11}, together with the nitrogen to which they are attached, form an azetidinly, pyrrolidinyl, piperidnyl, azepanyl, 4-methyl-piperazin-1-yl, or morpholin-4-yl group; Z is CH; Y is -O-; Q is 2-chloro-3-(trifluoromethyl)phenyl; p is 1; n is 3; q is 1; k is 0; t is 0; m is 1; and W^1 and W^2 are each unsubstituted phenyl or W^1 is unsubstituted phenyl and W^2 is methyl; or a pharmaceutically acceptable salt or solvate thereof.

22. (Original): A compound selected from:

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-1-morpholin-4-yl-ethanone;

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-*N*-methyl-acetamide;

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-*N*,*N*-dimethyl-acetamide;

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-1-piperidyn-1-yl-ethanone;

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-1-(4-methyl-piperazin-1-yl)-ethanone;

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-1-pyrrolidin-1-yl-ethanone;

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-*N*-ethyl-acetamide;

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-*N*,*N*-diethyl-acetamide;

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-1-azetidin-1-yl-ethanone;

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-1-azepan-1-yl-ethanone;

(*S*)-2-(3-{3-[[2-chloro-3-(trifluoromethyl)benzyl](2-phenyl-propyl)amino]propoxy}-phenyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(1H-imidazol-2-ylmethyl)-acetamide;

N-(5-bromo-thiophen-2-ylmethyl)-2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-thiophen-2-ylmethyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-methoxy-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl - amino]-propoxy}-phenyl)-N-(2-dimethylamino-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-morpholin-4-yl-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-methoxy-1-methyl-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-methoxy-ethyl)-N-methyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N,N-bis-(2-methoxy-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-furan-2-ylmethyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(3-methyl-isoxazol-5-ylmethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-thiomorpholin-4-yl-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-pyrrolidin-1-yl-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-

phenyl)-N-pyridin-3-ylmethyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(2-pyridin-2-yl-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(3-phenoxy-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(3-isopropoxy-propyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(3-methoxy-propyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(5-methyl-[1,3,4] oxadiazol-2-ylmethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(4-methyl-thiazol-2-ylmethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(1-thiophen-2-yl-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-thiophen-3-ylmethyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(5-methyl-4H-[1,2,4]triazol-3-ylmethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-pyridin-2-ylmethyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(tetrahydro-furan-2-ylmethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-(1-ethyl-pyrrolidin-2-ylmethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-octyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-decyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-[2-(2-hydroxy-ethoxy)-ethyl]-acetamide;

[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethanoylamino]-2-thiophen-2-yl-acetic acid;

3-[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethanoylamino]-propionic acid;

3-[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethanoylamino]-acetic acid;

(*R*)-2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-2-methyl-propoxy}phenyl)-1-morpholin-4-yl-ethanone;

2-(3-{(*R*)-3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-butoxy}-phenyl)-1-morpholin-4-yl-ethanone;

4-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-*N,N*-dimethyl-benzamide;

1-(4-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-1-morpholin-4-yl-methanone;

1-(4-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-1-(4-methyl-piperazin-1-yl)-methanone;

3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-*N,N*-dimethyl-benzamide;

3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-*N*-phenyl-benzamide;

1-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-1-morpholin-4-yl-methanone;

1-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-1-(4-methyl-piperazin-1-yl)-methanone;

N-[1-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-methanoyl]-methanesulfonamide;

N-[1-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-methanoyl]-benzenesulfonamide;

N-[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethanoyl]-methanesulfonamide;

N-[2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-ethanoyl]-benzenesulfonamide

N-[-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl-ethanoyl]-*N*-methyl-benzenesulfonamide;

N-[2-(3-{3-[(chlorotrifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-

ethanoyl]-*N*-methyl-methanesulfonamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((*S*)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-1-morpholin-4-yl-ethanone;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((*S*)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-*N*- ethyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((*R*)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-*N*,*N*-dimethyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((R)-2-phenyl-propyl)-amino]-propoxy}-phenyl)acetamide;

2-(3-{3-[(2-cChloro-3-trifluoromethyl-benzyl)-((R)-2-phenyl-propyl)-amino]-propoxy}-phenyl)- *N*- methyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((R)-2-phenyl-propyl)-amino]-propoxy}-phenyl)- *N,N*- dimethyl-acetamide,

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

23. (Original): The compound according to claim 22 selected from:

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-*N*-methyl-acetamide,

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-*N*,*N*-dimethyl-acetamide,

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-*N*-ethyl-acetamide,

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N,N-bis-(2-methoxy-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-thiophen-3-ylmethyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((R)-2-phenyl-propyl)-amino]-propoxy}-phenyl)acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((R)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-*N*-methyl-acetamide;

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

24. (Original): The compound according to claim 1, wherein at least one of Y, W^1, W^2, W^3, t, R^1, R^2, R^4, R^5, R^6, R^7, R^8, R^9, R^{10} or R^{11} is defined as follows:

wherein:

Y is -S-, -N(R^{12})-, or -C(R^4)(R^5)-; or

W^1 is C_1-C_6 alkyl or Het, optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-CO_2R^{12}, -C_0-C_6 alkyl-C(O)SR^{12}, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{13}R^{14}$, -C_0-C_6 alkyl-SO_2R^{12}, -C_0-C_6 alkyl-SOR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-OC(O)$NR^{13}R^{14}$, -C_0-C_6 alkyl-$OC(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)NR^{13}R^{14}$, and -C_0-C_6 alkyl-$NR^{13}COR^{15}$, where said C_1-C_6 alkyl, is optionally unsubstituted or substituted by one or more halo substituents; or

W^2 is H, halo, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-CO_2R^{12}, -C_0-C_6 alkyl-C(O)SR^{12}, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-$OCONR^{13}R^{14}$, -C_0-C_6 alkyl-$NR^{13}CONR^{13}R^{14}$, -C_0-C_6 alkyl-$NR^{13}COR^{15}$, -C_0-C_6 alkyl-Het, -C_1-C_6 alkyl-Ar or -C_1-C_6 alkyl-C_3-C_7 cycloalkyl, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C_3-C_7 cycloalkyl, Ar and Het moieties of said -C_0-C_6 alkyl-Het, -C_1-C_6 alkyl-Ar and -C_1-C_6 alkyl-C_3-C_7 cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-CO_2R^{12}, -C_0-C_6 alkyl-C(O)SR^{12}, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{13}R^{14}$, -C_0-C_6 alkyl-SO_2R^{12}, -C_0-C_6 alkyl-SOR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-OC(O)$NR^{13}R^{14}$, -C_0-C_6 alkyl-$OC(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)NR^{13}R^{14}$, and -C_0-C_6 alkyl-$NR^{13}COR^{15}$, where said C_1-C_6 alkyl, is optionally unsubstituted or substituted by one or more halo substituents; or

W^3 is halo, C_1-C_6 alkyl, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-CO_2R^{12}, -C_0-C_6 alkyl-C(O)SR^{12}, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-$OCONR^{13}R^{14}$, -C_0-C_6 alkyl-$NR^{13}CONR^{13}R^{14}$,

-C_0-C_6 alkyl-$NR^{13}COR^{15}$, -C_0-C_6 alkyl-Het, -C_1-C_6 alkyl-Ar or -C_1-C_6 alkyl-C_3-C_7 cycloalkyl, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents; or

t is 1; or

at least one R^1 or R^2 is halo, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_1-C_6 alkyl-OR^{12}, -C_1-C_6 alkyl-SR^{12}, -C_1-C_6 alkyl-Het, -C_1-C_6 alkyl-Ar and -C_1-C_6 alkyl-C_3-C_7 cycloalkyl, or R^1 and R^2 together with the carbon to which they are attached form a 3-5 membered carbocyclic or heterocyclic ring, wherein said heterocyclic ring contains one, or more heteroatoms selected from N, O, and S, where any of said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents; or

at least one R^4 or R^5 is halo, C_1-C_6 alkyl, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-Ar or -C_0-C_6 alkyl-C_3-C_7 cycloalkyl; or

at least one R^6 or R^7 is halo, C_1-C_6 alkyl, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-Ar or -C_0-C_6 alkyl-C_3-C_7 cycloalkyl; or

at least one of R^8 or R^9 is halo, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-Ar or -C_0-C_6 alkyl-C_3-C_7 cycloalkyl; or

at least one of R^{10} and R^{11} is C_1-C_{12} alkyl, C_3-C_{12} alkenyl, C_3-C_{12} alkynyl, -C_0-C_8 alkyl-Ar, -C_0-C_8 alkyl-Het, -C_0-C_8 alkyl-C_3-C_7 cycloalkyl, -C_0-C_8 alkyl-O-Ar, -C_0-C_8 alkyl-O-Het, -C_0-C_8 alkyl-O-C_3-C_7 cycloalkyl, -C_0-C_8 alkyl- $S(O)_x$-C_1-C_6 alkyl, -C_0-C_8 alkyl-$S(O)_x$-Ar, -C_0-C_8 alkyl-$S(O)_x$-Het, -C_0-C_8 alkyl-$S(O)_x$-C_3-C_7 cycloalkyl, -C_0-C_8 alkyl-NH-Ar, -C_0-C_8 alkyl-NH-Het, -C_0-C_8 alkyl-NH-C_3-C_7 cycloalkyl, -C_0-C_8 alkyl-N(C_1-C_4 alkyl)-Ar, -C_0-C_8 alkyl-N(C_1-C_4 alkyl)-Het, -C_0-C_8 alkyl-N(C_1-C_4 alkyl)-C_3-C_7 cycloalkyl, -C_0-C_8 alkyl-Ar, -C_0-C_8 alkyl-Het or -C_0-C_8 alkyl-C_3-C_7 cycloalkyl, where x is 0, 1 or 2, or R^{10} and R^{11}, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C_1-C_6 alkyl is optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH_2, -NH(unsubstituted C_1-C_6 alkyl), -N(unsubstituted C_1-C_6 alkyl)(unsubstituted C_1-C_6 alkyl), unsubstituted -OC_1-C_6 alkyl, -CO_2H, -CO_2(unsubstituted C_1-C_6 alkyl), -$CONH_2$, -CONH(unsubstituted C_1-C_6 alkyl), -CON(unsubstituted C_1-C_6 alkyl)(unsubstituted C_1-C_6 alkyl), -SO_3H, -SO_2NH_2, -SO_2NH(unsubstituted C_1-C_6 alkyl) and -SO_2N(unsubstituted C_1-C_6 alkyl)(unsubstituted C_1-C_6 alkyl).

25. (Original): The compound according to claim 1, wherein at least one of R^4, R^5, R^{10}, R^{11}, or W^2 is defined as follows, wherein at least one of R^4, R^5, R^{10} or R^{11} is not H, or W^2 is C_1-C_4 alkyl or Het.

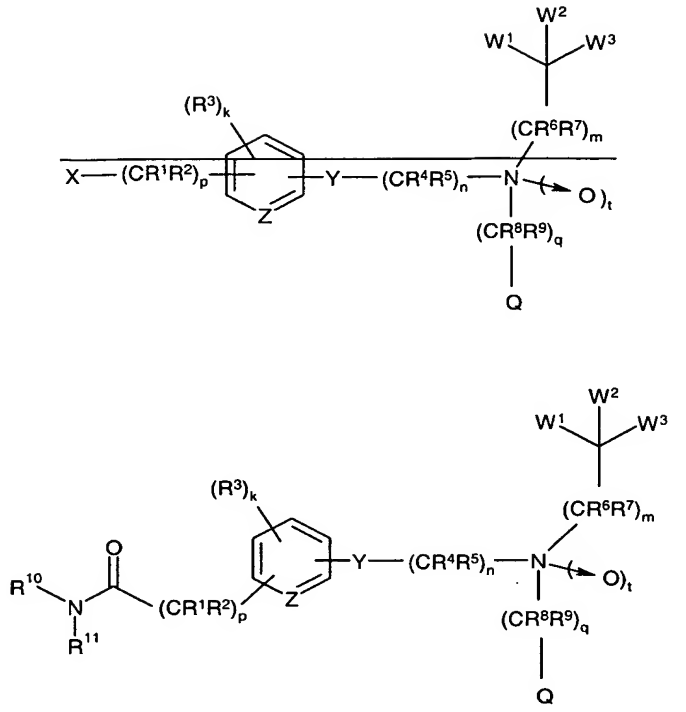
26. (Currently Amended): The compound according to claim 1, provided that R^{10} and R^{11} are not both H when: Z is CH, CR^3 or N, wherein when Z is CH or CR^3, k is 0-4 and when Z is N, k is 0-3; Y is -O-; W^1 and W^2 are each independently C_3-C_8 cycloalkyl or aryl; wherein said C_3-C_8 cycloalkyl and Ar are optionally unsubstituted or substituted as defined herein; Q is C_3-C_8 cycloalkyl, Ar or 4-8 membered Het; wherein said C_3-C_8 cycloalkyl, Ar or Het are optionally unsubstituted or substituted as defined herein; W^3 is H; p is 0-6; n is 2-8; m is 0 or 1; q is 0 or 1; t is 0; each R^1 and R^2 are independently H, C_1-C_6 alkyl, -OC_1-C_6 alkyl or -SC_1-C_6 alkyl; each R^3 is the same or different and is independently halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, -OC_1-C_6 alkyl, -C_0-C_6 alkyl-CO_2R^{12}, -COR^{15}, -SR^{12}, -SOR^{15}, -SO_2R^{12} ~~(where R^{12} is H, C_1-C_6 alkyl or C_3-C_6 alkenyl and R^{15} is C_1-C_6 alkyl or C_3-C_6 alkenyl)~~, -$OCOC_1$-C_6 alkyl, -$OC(O)NR^{13}R^{14}$, -$CONR^{13}R^{14}$, -C_0-C_6 alkyl-$NR^{13}R^{14}$ ~~(where each R^{13} and each R^{14} are independently selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, and C_3-C_6 alkynyl)~~ or a 5-6 membered Het; each R^4, R^5, R^6, R^7 and R^8 are H; and R^9 is H or C_1-C_6 alkyl;

where R^{12} is H, C_1-C_6 alkyl or C_3-C_6 alkenyl and R^{15} is C_1-C_6 alkyl or C_3-C_6 alkenyl; and where each R^{13} and each R^{14} are independently selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, and C_3-C_6 alkynyl.

27. (Currently Amended): A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier or diluent.

Claim 28 (Cancelled).

29. (Currently Amended): A method for ~~the prevention or treatment of an LXR mediated disease or condition~~ increasing reverse cholesterol transport, said method comprising administering a therapeutically effective amount of a compound having Formula I-A:



I-A

wherein:

Z is CH, CR^3 or N, wherein when Z is CH or CR^3, k is 0-4 and t is 0 or 1, and when Z is N, k is 0-3 and t is 0;

Y is selected from -O-, -S-, -N(R^{12})-, and -C(R^4)(R^5)-;

W^1 is selected from C_1-C_6 alkyl, C_0-C_6 alkyl C_3-C_8 cycloalkyl, aryl and Het, wherein said C_1-C_8 alkyl, C_3-C_8 cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-CO_2R^{12}, -C_0-C_6 alkyl-C(O)SR^{12}, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{13}R^{14}$, -C_0-C_6 alkyl-SO_2R^{12}, -C_0-C_6 alkyl-SOR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-OC(O)$NR^{13}R^{14}$, -C_0-C_6 alkyl-OC(O)OR^{15}, -C_0-C_6 alkyl-NR^{13}C(O)OR^{15}, -C_0-C_6 alkyl-NR^{13}C(O)$NR^{13}R^{14}$, and -C_0-C_6 alkyl-$NR^{13}COR^{15}$, where said C_1-C_6 alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

W^2 is selected from H, halo, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-CO_2R^{12},

-C_0-C_6 alkyl-C(O)SR^{12}, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-$OCONR^{13}R^{14}$, -C_0-C_6 alkyl-$NR^{13}CONR^{13}R^{14}$, -C_0-C_6 alkyl-$NR^{13}COR^{15}$, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-Ar and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C_3-C_7 cycloalkyl, Ar and Het moieties of said -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-Ar and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-CO_2R^{12}, -C_0-C_6 alkyl-C(O)SR^{12}, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{13}R^{14}$, -C_0-C_6 alkyl-SO_2R^{12}, -C_0-C_6 alkyl-SOR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-$OC(O)NR^{13}R^{14}$, -C_0-C_6 alkyl-$OC(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)NR^{13}R^{14}$, and -C_0-C_6 alkyl-$NR^{13}COR^{15}$, where said C_1-C_6 alkyl, is optionally unsubstituted or substituted by one or more halo substituents;

W^3 is selected from the group consisting of: H, halo, C_1-C_6 alkyl, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-CO_2R^{12}, -C_0-C_6 alkyl-C(O)SR^{12}, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-$OCONR^{13}R^{14}$, -C_0-C_6 alkyl-$NR^{13}CONR^{13}R^{14}$, -C_0-C_6 alkyl-$NR^{13}COR^{15}$, -C_0-C_6 alkyl-Het, -C_1-C_6 alkyl-Ar and -C_1-C_6 alkyl-C_3-C_7 cycloalkyl, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is selected from C_3-C_8 cycloalkyl, Ar and Het; wherein said C_3-C_8 cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-CO_2R^{12}, -C_0-C_6 alkyl-C(O)SR^{12}, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{13}R^{14}$, -C_0-C_6 alkyl-SO_2R^{12}, -C_0-C_6 alkyl-SOR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-$OC(O)NR^{13}R^{14}$, -C_0-C_6 alkyl-$OC(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)NR^{13}R^{14}$, and -C_0-C_6 alkyl-$NR^{13}COR^{15}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

p is 0-8;

n is 2-8;

m is 0 or 1;

q is 0 or 1;

t is 0 or 1;

each R^1 and R^2 are independently selected from H, halo, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-SR^{12}, -C_1-C_6 alkyl-Het, -C_1-C_6 alkyl-Ar and -C_1-C_6 alkyl-C_3-C_7 cycloalkyl, or R^1 and R^2 together with the carbon to which they are attached form a 3-5 membered carbocyclic or heterocyclic ring, wherein said heterocyclic ring contains one, or more heteroatoms selected from N, O, and S, where any of said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^3 is the same or different and is independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-CO_2R^{12}, -C_0-C_6 alkyl-$C(O)SR^{12}$, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{13}R^{14}$, -C_0-C_6 alkyl-SO_2R^{12}, -C_0-C_6 alkyl-SOR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-$OC(O)NR^{13}R^{14}$, -C_0-C_6 alkyl-$OC(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)NR^{13}R^{14}$, and -C_0-C_6 alkyl-$NR^{13}COR^{15}$, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently selected from H, halo, C_1-C_6 alkyl, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-Ar and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl;

R^6 and R^7 are each independently selected from H, halo, C_1-C_6 alkyl, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-Ar and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl;

R^8 and R^9 are each independently selected from H, halo, C_1-C_6 alkyl, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-Ar and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl;

R^{10} and R^{11} are each independently selected from H, C_1-C_{12} alkyl, C_3-C_{12} alkenyl, C_3-C_{12} alkynyl, -C_0-C_8 alkyl-Ar, -C_0-C_8 alkyl-Het, -C_0-C_8 alkyl-C_3-C_7 cycloalkyl, -C_0-C_8 alkyl-O-Ar, -C_0-C_8 alkyl-O-Het, -C_0-C_8 alkyl-O-C_3-C_7 cycloalkyl, -C_0-C_8 alkyl-$S(O)_x$-C_0-C_6 alkyl, -C_0-C_8 alkyl-$S(O)_x$-Ar, -C_0-C_8 alkyl-$S(O)_x$-Het, -C_0-C_8 alkyl-$S(O)_x$-C_3-C_7 cycloalkyl, -C_0-C_8 alkyl-NH-Ar, -C_0-C_8 alkyl-NH-Het, -C_0-C_8 alkyl-NH-C_3-C_7 cycloalkyl, -C_0-C_8 alkyl-N(C_1-C_4 alkyl)-Ar, -C_0-C_8 alkyl-N(C_1-C_4 alkyl)-Het, -C_0-C_8 alkyl-N(C_1-C_4 alkyl)-C_3-C_7 cycloalkyl, -C_0-C_8 alkyl-Ar, -C_0-C_8 alkyl-Het and -C_0-C_8 alkyl-C_3-C_7 cycloalkyl, where x is 0, 1 or 2, or R^{10} and R^{11}, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C_1-C_{12} alkyl,

C_3-C_{12} alkenyl, or C_3-C_{12} alkynyl is optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, $-NH_2$, -NH(unsubstituted C_1-C_6 alkyl), -N(unsubstituted C_1-C_6 alkyl)(unsubstituted C_1-C_6 alkyl), unsubstituted -OC_1-C_6 alkyl, $-CO_2H$, $-CO_2$(unsubstituted C_1-C_6 alkyl), $-CONH_2$, -CONH(unsubstituted C_1-C_6 alkyl), -CON(unsubstituted C_1-C_6 alkyl)(unsubstituted C_1-C_6 alkyl), $-SO_3H$, $-SO_2NH_2$, $-SO_2$NH(unsubstituted C_1-C_6 alkyl) and $-SO_2$N(unsubstituted C_1-C_6 alkyl)(unsubstituted C_1-C_6 alkyl);

R^{12} is selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl;

each R^{13} and each R^{14} are independently selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl, or R^{13} and R^{14} together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R^{15} is selected from C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl;

provided that R^{10} and R^{11} are not both H when Z is CH or N, Y is -O- [[~~-O(CR^{4}R^5)-~~]], n is 3, m is 1 and each R^4, R^5, R^6, R^7 are H, W^3 is H, p is 0 or p is 1 or 2 and R^1 and R^2 are each H, k is 0 or k is 1 and R^3 is halo or C_1-C_4 alkoxy, q is 0 or q is 1 or 2 and R^8 and R^9 are each H, Q is unsubstituted C_3-C_7 cycloalkyl, phenyl or Het, or phenyl substituted by one or more substituents selected from halo, $-CH_3$, $-CH_2CH_3$, $-CF_3$, -OC_1-C_4 alkyl, $-OCH_2CH_2OH$, $-OCF_3$, $-OCF_2H$, $-SCH_3$, $-SCF_3$, $-SO_2CH_3$, $-CO_2H$, $-CO_2CH_3$, -OH, $-OCH_2CO_2H$, $-CH_2CONH_2$, $-NO_2$, -CN, $-N(CH_3)_2$, and $-NHC(O)CH_3$, or Het substituted by one or more substituents selected from: -C_1-C_3 alkyl, -OC_1-C_4 alkyl, $-CH_2OH$, $-CO_2H$, $-CO_2CH_2CH_3$, $-CO_2$-*tert*-C_4H_9 alkyl, $-CO_2CH_2$-phenyl, $-CONH_2$, -C(O)phenyl, $-C(O)CH_3$, $-CH_2CH_2$-phenyl, and oxo, t is 0, and W^1 and W^2 are each independently selected from unsubstituted cyclohexyl and unsubstituted phenyl;

or a pharmaceutically acceptable salt or solvate thereof.

30. (Original): The method according to claim 29, wherein p is 0 or 1 and q is 1.

31. (Previously presented): The method according to claim 29, wherein R^1, R^2, R^8 and R^9 are each H.

32. (Previously presented): The method according to claim 29, wherein Z is CH.

33. (Previously presented): The method according to claim 29, wherein k is 0 or 1.

34. (Previously presented): The method according to claim 29, wherein R^3 is selected from halo, C_1-C_4 alkyl and C_1-C_4 alkoxy.

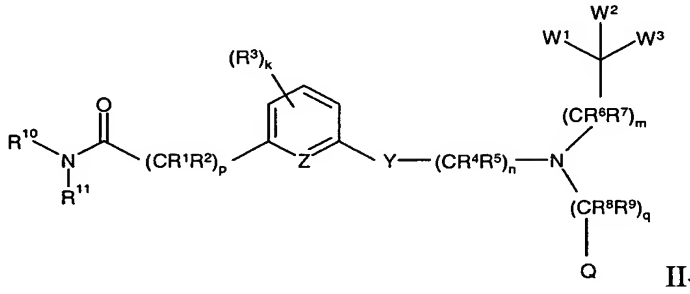
35. (Previously presented): The method according to claim 29, wherein n is 3.

36. (Previously presented): The method according to claim 29, wherein R^{10} is H or C_1-C_4 alkyl.

37. (Previously presented): The method according claim 29, wherein Q is phenyl optionally substituted with two substituents selected from halo and C_1-C_4 haloalkyl.

38. (Previously presented): The method according to claim 29 wherein W^1 and W^2 are unsubstituted phenyl.

39. (Currently Amended): A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound having Formula II-A:



II-A

wherein:

Z is CH or N, wherein k is 0, 1 or 2;

Y is -O- or -C(R^4)(R^5)-;

W^1 is selected from C_1-C_6 alkyl, C_3-C_8 cycloalkyl, aryl or Het, wherein said C_1-C_6 alkyl, C_3-C_8 cycloalkyl, Ar and Het are optionally unsubstituted or substituted with one

or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_4 alkyl-CO_2R^{12}, -C_0-C_4 alkyl-$C(O)SR^{12}$, -C_0-C_4 alkyl-$CONR^{13}R^{14}$, -C_0-C_4 alkyl-COR^{15}, -C_0-C_4 alkyl-$NR^{13}R^{14}$, -C_0-C_4 alkyl-SR^{12}, -C_0-C_4 alkyl-OR^{12}, -C_0-C_4 alkyl-SO_3H, -C_0-C_4 alkyl-$SO_2NR^{13}R^{14}$, -C_0-C_4 alkyl-SO_2R^{12}, -C_0-C_4 alkyl-SOR^{15}, -C_0-C_4 alkyl-$OCOR^{15}$, -C_0-C_4 alkyl-$OC(O)NR^{13}R^{14}$, -C_0-C_4 alkyl-$OC(O)OR^{15}$, -C_0-C_4 alkyl-$NR^{13}C(O)OR^{15}$, -C_0-C_4 alkyl-$NR^{13}C(O)NR^{13}R^{14}$, and -C_0-C_4 alkyl-$NR^{13}COR^{15}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W^2 is selected from H, halo, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, -C_0-C_4 alkyl-$NR^{13}R^{14}$, -C_0-C_4 alkyl-SR^{12}, -C_0-C_4 alkyl-OR^{12}, -C_0-C_4 alkyl-CO_2R^{12}, -C_0-C_4 alkyl-$C(O)SR^{12}$, -C_0-C_4 alkyl-$CONR^{13}R^{14}$, -C_0-C_4 alkyl-COR^{15}, -C_0-C_4 alkyl-$OCOR^{15}$, -C_0-C_4 alkyl-$OCONR^{13}R^{14}$, -C_0-C_4 alkyl-$NR^{13}CONR^{13}R^{14}$, -C_0-C_4 alkyl-$NR^{13}COR^{15}$, -C_0-C_4 alkyl-Het, -C_0-C_4 alkyl-Ar and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C_3-C_7 cycloalkyl, Ar and Het moieties of said -C_0-C_4 alkyl-Het, -C_0-C_4 alkyl-Ar and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_4 alkyl-CO_2R^{12}, -C_0-C_4 alkyl-$C(O)SR^{12}$, -C_0-C_4 alkyl-$CONR^{13}R^{14}$, -C_0-C_4 alkyl-COR^{15}, -C_0-C_4 alkyl-$NR^{13}R^{14}$, -C_0-C_4 alkyl-SR^{12}, -C_0-C_4 alkyl-OR^{12}, -C_0-C_4 alkyl-SO_3H, -C_0-C_4 alkyl-$SO_2NR^{13}R^{14}$, -C_0-C_4 alkyl-SO_2R^{12}, -C_0-C_4 alkyl-SOR^{15}, -C_0-C_4 alkyl-$OCOR^{15}$, -C_0-C_4 alkyl-$OC(O)NR^{13}R^{14}$, -C_0-C_4 alkyl-$OC(O)OR^{15}$, -C_0-C_4 alkyl-$NR^{13}C(O)OR^{15}$, -C_0-C_4 alkyl-$NR^{13}C(O)NR^{13}R^{14}$, and -C_0-C_4 alkyl-$NR^{13}COR^{15}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W^3 is selected from the group consisting of: H, halo, C_1-C_6 alkyl, -C_0-C_4 alkyl-$NR^{13}R^{14}$, -C_0-C_4 alkyl-SR^{12}, -C_0-C_4 alkyl-OR^{12}, -C_0-C_4 alkyl-CO_2R^{12}, -C_0-C_4 alkyl-$C(O)SR^{12}$, -C_0-C_4 alkyl-$CONR^{13}R^{14}$, -C_0-C_4 alkyl-COR^{15}, -C_0-C_4 alkyl-$OCOR^{15}$, -C_0-C_4 alkyl-$OCONR^{13}R^{14}$, -C_0-C_4 alkyl-$NR^{13}CONR^{13}R^{14}$, -C_0-C_4 alkyl-$NR^{13}COR^{15}$, -C_0-C_4 alkyl-Het, -C_1-C_4 alkyl-Ar and -C_1-C_4 alkyl-C_3-C_7 cycloalkyl, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

Q is phenyl or Het; wherein said phenyl or Het are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro,

C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_4 alkyl-CO_2R^{12}, -C_0-C_4 alkyl-$C(O)SR^{12}$, -C_0-C_4 alkyl-$CONR^{13}R^{14}$, -C_0-C_4 alkyl-COR^{15}, -C_0-C_4 alkyl-$NR^{13}R^{14}$, -C_0-C_4 alkyl-SR^{12}, -C_0-C_4 alkyl-OR^{12}, -C_0-C_4 alkyl-SO_3H, -C_0-C_4 alkyl-$SO_2NR^{13}R^{14}$, -C_0-C_4 alkyl-SO_2R^{12}, -C_0-C_4 alkyl-SOR^{15}, -C_0-C_4 alkyl-$OCOR^{15}$, -C_0-C_4 alkyl-$OC(O)NR^{13}R^{14}$, -C_0-C_4 alkyl-$OC(O)OR^{15}$, -C_0-C_4 alkyl-$NR^{13}C(O)OR^{15}$, -C_0-C_4 alkyl-$NR^{13}C(O)NR^{13}R^{14}$, and -C_0-C_4 alkyl-$NR^{13}COR^{15}$, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

n is 3;

m is 0 or 1;

q is 0 or 1;

t is 0;

each R^1 and R^2 are independently selected from H, fluoro, C_1-C_6 alkyl, -C_0-C_4 alkyl-OR^{12}, -C_0-C_4 alkyl-SR^{12}, -C_1-C_4 alkyl-Het, -C_1-C_4 alkyl-Ar and -C_1-C_4 alkyl-C_3-C_7 cycloalkyl, where any of said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^3 is the same or different and is independently selected from halo, cyano, C_1-C_6 alkyl, -C_0-C_4 alkyl-$NR^{13}R^{14}$, -C_0-C_4 alkyl-OR^{12}, -C_0-C_4 alkyl-$SO_2NR^{13}R^{14}$, and -C_0-C_4 alkyl-CO_2H, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently selected from H, fluoro and C_1-C_6 alkyl;

R^6 and R^7 are each independently selected from H, fluoro and C_1-C_6 alkyl;

R^8 and R^9 are each independently selected from H, fluoro and C_1-C_6 alkyl;

R^{10} and R^{11} are each independently selected from H, C_1-C_{10} alkyl, C_3-C_8 alkenyl, C_3-C_8 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-O-Ar, -C_0-C_6 alkyl-O-Het, -C_0-C_6 alkyl-O-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-$S(O)_x$-C_1-C_6 alkyl, -C_0-C_6 alkyl-$S(O)_x$-Ar, -C_0-C_6 alkyl-$S(O)_x$-Het, -C_0-C_6 alkyl-$S(O)_x$-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-NH-Ar, -C_0-C_6 alkyl-NH-Het, -C_0-C_6 alkyl-NH-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-N(C_1-C_4 alkyl)-Ar, -C_0-C_6 alkyl-N(C_1-C_4 alkyl)-Het, -C_0-C_6 alkyl-N(C_1-C_4 alkyl)-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het and -C_0-C_6 alkyl-C_3-C_7 cycloalkyl, where x is 0, 1 or 2, or R^{11} and R^{12}, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C_1-C_{10} alkyl,

C_3-C_{10} alkenyl, C_3-C_{10} alkynyl are optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, $-NH_2$, -NH(unsubstituted C_1-C_4 alkyl), -N(unsubstituted C_1-C_4 alkyl)(unsubstituted C_1-C_4 alkyl), unsubstituted -OC_1-C_4 alkyl, $-CO_2H$, $-CO_2$(unsubstituted C_1-C_4 alkyl), $-CONH_2$, -CONH(unsubstituted C_1-C_4 alkyl), -CON(unsubstituted C_1-C_4 alkyl)(unsubstituted C_1-C_4 alkyl), $-SO_3H$, $-SO_2NH_2$, $-SO_2$NH(unsubstituted C_1-C_4 alkyl) and $-SO_2$N(unsubstituted C_1-C_4 alkyl)(unsubstituted C_1-C_4 alkyl);

R^{12} is selected from H, C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl;

each R^{13} and R^{14} are each independently selected from H, C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl, or R^{13} and R^{14} together with the nitrogen to which they are attached form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S; and

R^{15} is selected from C_1-C_6 alkyl, -C_0-C_4 alkyl-Ar, -C_0-C_4 alkyl-Het and -C_0-C_4 alkyl-C_3-C_7 cycloalkyl;

provided that R^{10} and R^{11} are not both H when Z is CH or N, Y is -O- [[~~-O(CR^4R^5)-~~]], n is 3, m is 1 and each R^4, R^5, R^6, R^7 are H, W^3 is H, p is 0 or p is 1 or 2 and R^1 and R^2 are each H, k is 0 or k is 1 and R^3 is halo or C_1-C_4 alkoxy, q is 0 or q is 1 or 2 and R^8 and R^9 are each H, Q is unsubstituted phenyl or Het, or phenyl substituted by one or more substituents selected from halo, $-CH_3$, $-CH_2CH_3$, $-CF_3$, -OC_1-C_4 alkyl, $-OCH_2CH_2OH$, $-OCF_3$, $-OCF_2H$, $-SCH_3$, $-SCF_3$, $-SO_2CH_3$, $-CO_2H$, $-CO_2CH_3$, -OH, $-OCH_2CO_2H$, $-CH_2CONH_2$, $-NO_2$, -CN, $-N(CH_3)_2$, and $-NHC(O)CH_3$, or Het substituted by one or more substituents selected from: -C_1-C_3 alkyl, -OC_1-C_4 alkyl, $-CH_2OH$, $-CO_2H$, $-CO_2CH_2CH_3$, $-CO_2$-*tert*-C_4H_9 alkyl, $-CO_2CH_2$-phenyl, $-CONH_2$, -C(O)phenyl, $-C(O)CH_3$, $-CH_2CH_2$-phenyl, and oxo, t is 0, and W^1 and W^2 are each independently selected from unsubstituted cyclohexyl and unsubstituted phenyl;

or a pharmaceutically acceptable salt or solvate thereof.

40. (Previously presented): The method according to claim 29, wherein R^1, R^2, R^3, R^6, R^7, R^8, R^9 and W^3 are each H; R^4 and R^5 are each independently selected from H and C_1-C_4 alkyl, R^{10} and R^{11} are each independently selected from H, C_1-C_{10} alkyl, -C_1-C_4 alkyl-O-Ar, -$S(O)_2C_1$-C_4 alkyl, -$S(O)_2$-Ar, -C_0-C_4 alkyl-Het, where the Het group is selected from imidazolyl, thienyl (thiophenyl), morpholinyl, thiomorpholinyl, furyl,

tetrahydrofuranyl, pyridyl, isoxazolyl, oxadiazolyl, triazolyl and thiazolyl; or R^{10} and R^{11}, together with the nitrogen to which they are attached, form a substituted or unsubstituted 4-7 membered heterocyclic ring which optionally contains one additional heteroatom selected from N and O, wherein the substituted ring is substituted with C_1-C_4 alkyl, wherein when said C_0-C_4 alkyl is C_1-C_4 alkyl, said C_1-C_4 alkyl is unsubstituted or substituted by $-CO_2H$ or $-CO_2$(unsubstituted C_1-C_6 alkyl); Z is CH; Y is -O- or $-C(R^4)(R^5)-$; Q is a substituted phenyl group, containing two substituents selected from halo and C_1-C_4 haloalkyl; p is 0, 1 or 2; n is 3; m is 0 or 1; q is 1; k is 0; t is 0; and W^1 and W^2 are aryl or W^1 is aryl and W^2 is aryl or C_1-C_4 alkyl; or a pharmaceutically acceptable salt or solvate thereof.

41. (Currently Amended): The method according to claim 29, wherein R^1, R^2, R^3, R^6, R^7, R^8, R^9 and W^3 are each H; ; R^4 and R^5 are each independently selected from H and methyl; R^{10} and R^{11} are each independently selected from H, methyl, ethyl, imidazol-2-yl-methyl-, 5-bromo-thiophen-2-yl-methyl- [[~~(or 5-bromo-thien-2-yl-methyl-)~~]], thiophen-2-yl-methyl- [[~~(or thien-2-yl-methyl-)~~]], 2-methoxy-ethyl-, 2-dimethylamino-ethyl-, 2-morpholin-4-yl-ethyl-, 2-methoxy-1-methyl-ethyl-, 2-methoxy-ethyl-, furan-2-yl-methyl-, 3-methyl-isoxazol-5-yl-methyl-, 2-thiomorpholin-4-yl-ethyl-, 2-pyrrolidin-1-yl-ethyl-, pyridin-3-yl-methyl-, 2-pyridin-2-yl-ethyl-, 3-phenoxy-ethyl-, 3-isopropoxy-propyl-, 3-methoxy-propyl-, 5-methyl-[1,3,4] oxadiazol-2-yl-methyl-, 4-methyl-thiazol-2-yl-methyl-, 1-thiophen-2-yl-ethyl-, thiophen-3-yl-methyl- 5-methyl-4H-[1,2,4]triazol-3-yl-methyl-, pyridin-2-yl-methyl-, tetrahydrofuran-2-yl-methyl-, 1-ethyl-pyrrolidin-2-yl-methyl-, octyl, decyl, 2-(2-hydroxy-ethoxy)-ethyl-, 1-carboxy-thiophen-2-yl-methyl- [[~~(or 1-carboxy-thien-2-yl-methyl-)~~]], phenyl, methyl-sulfonyl- [[~~(mesyl)~~]], phenyl-sulfonyl- [[~~(benzene-sulfonyl)~~]], or R^{10} and R^{11}, together with the nitrogen to which they are attached, form an azetidinly, pyrrolidinyl, piperidnyl, azepanyl, 4-methyl-piperazin-1-yl, or morpholin-4-yl group; Z is CH; Y is -O-; Q is 2-chloro-3-(trifluoromethyl)phenyl; p is 1; n is 3; q is 1; k is 0; t is 0; m is 1; and W^1 and W^2 are each unsubstituted phenyl or W^1 is unsubstituted phenyl and W^2 is methyl; or a pharmaceutically acceptable salt or solvate thereof.

42. (Previously presented): The method according to claim 29, wherein at least one of Y, W^1, W^2, W^3, t, R^1, R^2, R^4, R^5, R^6, R^7, R^8, R^9, R^{10} or R^{11} is defined as follows:

wherein:

Y is -S-, $-N(R^{12})-$, or $-C(R^4)(R^5)-$; or

W^1 is Het optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-CO_2R^{12}, -C_0-C_6 alkyl-$C(O)SR^{12}$, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{13}R^{14}$, -C_0-C_6 alkyl-SO_2R^{12}, -C_0-C_6 alkyl-SOR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-$OC(O)NR^{13}R^{14}$, -C_0-C_6 alkyl-$OC(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)NR^{13}R^{14}$, and -C_0-C_6 alkyl-$NR^{13}COR^{15}$, where said C_1-C_6 alkyl, is optionally unsubstituted or substituted by one or more halo substituents; or

W^2 is H, halo, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-CO_2R^{12}, -C_0-C_6 alkyl-$C(O)SR^{12}$, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-$OCONR^{13}R^{14}$, -C_0-C_6 alkyl-$NR^{13}CONR^{13}R^{14}$, -C_0-C_6 alkyl-$NR^{13}COR^{15}$, -C_0-C_6 alkyl-Het, -C_1-C_6 alkyl-Ar or -C_1-C_6 alkyl-C_3-C_7 cycloalkyl, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents, and wherein the C_3-C_7 cycloalkyl, Ar and Het moieties of said -C_0-C_6 alkyl-Het, -C_1-C_6 alkyl-Ar and -C_1-C_6 alkyl-C_3-C_7 cycloalkyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-CO_2R^{12}, -C_0-C_6 alkyl-$C(O)SR^{12}$, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-SO_3H, -C_0-C_6 alkyl-$SO_2NR^{13}R^{14}$, -C_0-C_6 alkyl-SO_2R^{12}, -C_0-C_6 alkyl-SOR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-$OC(O)NR^{13}R^{14}$, -C_0-C_6 alkyl-$OC(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)OR^{15}$, -C_0-C_6 alkyl-$NR^{13}C(O)NR^{13}R^{14}$, and -C_0-C_6 alkyl-$NR^{13}COR^{15}$, where said C_1-C_6 alkyl, is optionally unsubstituted or substituted by one or more halo substituents; or

W^3 is halo, C_1-C_6 alkyl, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_0-C_6 alkyl-SR^{12}, -C_0-C_6 alkyl-OR^{12}, -C_0-C_6 alkyl-CO_2R^{12}, -C_0-C_6 alkyl-$C(O)SR^{12}$, -C_0-C_6 alkyl-$CONR^{13}R^{14}$, -C_0-C_6 alkyl-COR^{15}, -C_0-C_6 alkyl-$OCOR^{15}$, -C_0-C_6 alkyl-$OCONR^{13}R^{14}$, -C_0-C_6 alkyl-$NR^{13}CONR^{13}R^{14}$, -C_0-C_6 alkyl-$NR^{13}COR^{15}$, -C_0-C_6 alkyl-Het, -C_1-C_6 alkyl-Ar or -C_1-C_6 alkyl-C_3-C_7 cycloalkyl, wherein said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents; or

t is 1; or

at least one R^1 or R^2 is halo, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-$NR^{13}R^{14}$, -C_1-C_6 alkyl-OR^{12}, -C_1-C_6 alkyl-SR^{12}, -C_1-C_6 alkyl-Het, -C_1-C_6 alkyl-Ar and

-C_1-C_6 alkyl-C_3-C_7 cycloalkyl, or R^1 and R^2 together with the carbon to which they are attached form a 3-5 membered carbocyclic or heterocyclic ring, wherein said heterocyclic ring contains one, or more heteroatoms selected from N, O, and S, where said C_1-C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents; or

at least one R^4 or R^5 is halo, C_1-C_6 alkyl, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-Ar or -C_0-C_6 alkyl-C_3-C_7 cycloalkyl; or

at least one R^6 or R^7 is halo, C_1-C_6 alkyl, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-Ar or -C_0-C_6 alkyl-C_3-C_7 cycloalkyl; or

at least one of R^8 or R^9 is halo, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-Ar or -C_0-C_6 alkyl-C_3-C_7 cycloalkyl; or

at least one of R^{10} or R^{11} is C_1-C_6 alkyl, C_3-C_6 alkenyl, C_3-C_6 alkynyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het, -C_0-C_6 alkyl-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-O-Ar, -C_0-C_6 alkyl-O-Het, -C_0-C_6 alkyl-O-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-$S(O)_x$-C_1-C_6 alkyl, -C_0-C_6 alkyl-$S(O)_x$-Ar, -C_0-C_6 alkyl-$S(O)_x$-Het, -C_0-C_6 alkyl-$S(O)_x$-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-NH-Ar, -C_0-C_6 alkyl-NH-Het, -C_0-C_6 alkyl-NH-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-N(C_1-C_4 alkyl)-Ar, -C_0-C_6 alkyl-N(C_1-C_4 alkyl)-Het, -C_0-C_6 alkyl-N(C_1-C_4 alkyl)-C_3-C_7 cycloalkyl, -C_0-C_6 alkyl-Ar, -C_0-C_6 alkyl-Het or -C_0-C_6 alkyl-C_3-C_7 cycloalkyl, where x is 0, 1 or 2, or

R^{10} and R^{11}, together with the nitrogen to which they are attached, form a 4-7 membered heterocyclic ring which optionally contains one or more additional heteroatoms selected from N, O, and S, wherein said C_1-C_6 alkyl is optionally substituted by one or more of the substituents independently selected from the group halo, -OH, -SH, -NH_2, -NH(unsubstituted C_1-C_6 alkyl), -N(unsubstituted C_1-C_6 alkyl)(unsubstituted C_1-C_6 alkyl), unsubstituted -OC_1-C_6 alkyl, -CO_2H, -CO_2(unsubstituted C_1-C_6 alkyl), -$CONH_2$, -CONH(unsubstituted C_1-C_6 alkyl), -CON(unsubstituted C_1-C_6 alkyl)(unsubstituted C_1-C_6 alkyl), -SO_3H, -SO_2NH_2, -SO_2NH(unsubstituted C_1-C_6 alkyl) and -SO_2N(unsubstituted C_1-C_6 alkyl)(unsubstituted C_1-C_6 alkyl).

43. (Previously presented): The method according to claim 29, wherein at least one of R^4, R^5, R^{10}, R^{11}, or W^2 is defined as follows, wherein at least one of R^4, R^5, R^{10} or R^{11} is not H, or W^2 is C_1-C_4 alkyl or Het.

44. (Previously presented): The method according to claim 29, provided that R^{10} and R^{11} are not both H when: Z is CH, CR^3 or N, wherein when Z is CH or CR^3, k is 0-4 and when Z is N, k is 0-3; Y is -O-; W^1 and W^2 are each independently C_3-C_8 cycloalkyl or aryl; wherein said C_3-C_8 cycloalkyl and Ar are optionally unsubstituted or substituted as defined herein; Q is selected from C_3-C_8 cycloalkyl, Ar and 4-8 membered Het; wherein said C_3-C_8 cycloalkyl, Ar and Het are optionally unsubstituted or substituted as defined herein; W^3 is H; p is 0-6; n is 2-8; m is 0 or 1; q is 0 or 1; t is 0; each R^1 and R^2 are independently H, C_1-C_6 alkyl, -OC_1-C_6 alkyl or -SC_1-C_6 alkyl; each R^3 is the same or different and is independently halo, cyano, nitro, C_1-C_6 alkyl, C_3-C_6 alkenyl, -OC_1-C_6 alkyl, -C_0-C_6 alkyl-CO_2R^{12}, -COR^{15}, -SR^{12}, -SOR^{15}, -SO_2R^{12} (where R^{12} is H, C_1-C_6 alkyl or C_3-C_6 alkenyl and R^{15} is C_1-C_6 alkyl or C_3-C_6 alkenyl), -OCOC_1-C_6 alkyl, -OC(O)$NR^{13}R^{14}$, -$CONR^{13}R^{14}$, -C_0-C_6 alkyl-$NR^{13}R^{14}$ (where each R^{13} and each R^{14} are independently selected from H, C_1-C_6 alkyl, C_3-C_6 alkenyl, and C_3-C_6 alkynyl) or a 5-6 membered Het; each R^4, R^5, R^6, R^7 and R^8 are H; and R^9 is H or C_1-C_6 alkyl;

45. (Original): A method for the prevention or treatment of an LXR mediated disease or condition comprising administering a therapeutically effective amount of a compound selected from:

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-*N*-methyl-acetamide,

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-*N*,*N*-dimethyl-acetamide,

2-(3-{3-[(2-chloro-3-(trifluoromethyl)-benzyl)-(2,2-diphenylethyl)-amino]-propoxy}phenyl)-*N*-ethyl-acetamide,

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N,N-bis-(2-methoxy-ethyl)-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-diphenylethyl-amino]-propoxy}-phenyl)-N-thiophen-3-ylmethyl-acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((R)-2-phenyl-propyl)-amino]-propoxy}-phenyl)acetamide;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-((R)-2-phenyl-propyl)-amino]-propoxy}-phenyl)-*N*-methyl-acetamide;

and a stereoisomer, a stereoisomeric mixture or racemate thereof and a pharmaceutically acceptable salt or solvate thereof.

Claims 46-48 (Cancelled).

48. (Previously presented): The method according to claim 29, wherein said LXR mediated disease or condition is inflammation.

49. (Previously presented): A method for increasing reverse cholesterol transport, said method comprising administering a therapeutically effective amount of a compound according to claim 29.

Claims 50-58 (Cancelled).